

Eleanor A. DuBay, OSB No. 073755  
TOMASI SALYER MARTIN  
121 SW Morrison St, Suite 1850  
Portland, OR 97204  
[edubay@tomasilegal.com](mailto:edubay@tomasilegal.com)  
Phone: (503) 894-9900  
Attorneys for Tasha Teherani-Ami

UNITED STATES BANKRUPTCY COURT

DISTRICT OF OREGON

In re

15005 NW Cornell LLC, and  
Vahan M. Dinihanian, Jr.,

Debtors.

15005 NW Cornell LLC, an Oregon limited  
liability company,

Plaintiff,

v.

Tasha Teherani-Ami, fka Tasha Dinihanian, an  
individual,

Defendant.

Bankruptcy Case No.: 19-31883-dwh-11

Adv. Pro. No.: 19-03096-dwh

**DEFENDANT'S ANSWER TO  
COMPLAINT TO AVOID  
FRAUDULENT TRANSFER  
PURSUANT TO 11 U.S.C. § 544(b) AND  
ORS 95.230-280**

Defendant Tasha Teherani-Ami, fka Tasha Dinihanian ("Defendant" or "Creditor") hereby answers Plaintiff 15005 NW Cornell LLC's ("Plaintiff" or "15005 LLC") Complaint to Avoid Fraudulent Transfer Pursuant to 11 U.S.C. § 544(b) and ORS 95.230-280 (the "Complaint") as follows:

TEHERA-B1\00485368.000

Page 1 - DEFENDANT'S ANSWER TO COMPLAINT TO AVOID FRAUDULENT  
TRANSFER PURSUANT TO 11 U.S.C. § 544(b) AND ORS 95.230-280

**TOMASI SALYER MARTIN**  
121 SW Morrison Street, Suite 1850  
Portland, Oregon 97204  
Telephone: (503) 894-9900  
Facsimile: (971) 544-7236

1.

Answering paragraph 1, Defendant is without sufficient information to form a belief as to the truth of the matters alleged therein and on that basis denies the allegations of paragraph 1.

2.

Answering paragraph 2, Defendant admits that a voluntary petition under the United States Bankruptcy Code was filed by Plaintiff in Case No. 19-31883-dwh11.

3.

Answering paragraph 3, Defendant admits the allegations contained therein.

4.

Answering paragraph 4, the allegations contained therein are legal conclusions to which no response is required; to the extent a response is required Defendant denies the allegations contained therein.

5.

Answering paragraph 5, the allegations contained therein are legal conclusions to which no response is required; to the extent a response is required Defendant denies the allegations contained therein.

6.

Answering paragraph 6, Defendant admits the allegations contained therein.

7.

Answering paragraph 7, Defendant admits the allegations contained therein.

8.

Answering paragraph 8, Defendant admits the allegations contained therein.

TEHERA-B1\00485368.000

Page 2 - DEFENDANT'S ANSWER TO COMPLAINT TO AVOID FRAUDULENT  
TRANSFER PURSUANT TO 11 U.S.C. § 544(b) AND ORS 95.230-280

**TOMASI SALYER MARTIN**  
121 SW Morrison Street, Suite 1850  
Portland, Oregon 97204  
Telephone: (503) 894-9900  
Facsimile: (971) 544-7236

9.

Answering paragraph 9, Defendant admits the allegations contained therein.

10.

Answering paragraph 10, Defendant denies the allegations contained therein.

11.

Answering paragraph 11, Defendant admits the allegations contained therein.

12.

Answering paragraph 12, Defendant admits the allegations contained therein.

13.

Answering paragraph 13, Defendant denies the allegations contained therein.

14.

Answering paragraph 14, the allegations contained therein are legal conclusions to which no response is required; to the extent a response is required Defendant denies the allegations contained therein.

15.

Answering paragraph 15, Defendant is without sufficient information to form a belief as to the truth of the matters alleged therein and on that basis denies the allegations of paragraph 15.

16.

Answering paragraph 16, Defendant is without sufficient information to form a belief as to the truth of the matters alleged therein and on that basis denies the allegations of paragraph 16.

17.

Answering paragraph 17, Defendant is without sufficient information to form a belief as to the truth of the matters alleged therein and on that basis denies the allegations of paragraph 17.

18.

Answering paragraph 18, Defendant realleges and incorporates its responses to paragraphs 1 to 17 of Plaintiff's Complaint.

19.

Answering paragraph 19, the allegations contained therein are legal conclusions to which no response is required; to the extent a response is required Defendant denies the allegations contained therein.

20.

Answering paragraph 20, the allegations contained therein are legal conclusions to which no response is required; to the extent a response is required Defendant denies the allegations contained therein.

21.

Answering paragraph 21, the allegations contained therein are legal conclusions to which no response is required; to the extent a response is required Defendant denies the allegations contained therein.

22.

Answering paragraph 22, the allegations contained therein are legal conclusions to which no response is required; to the extent a response is required Defendant denies the allegations contained therein.

23.

Answering paragraph 23, the allegations contained therein are legal conclusions to which no response is required; to the extent a response is required Defendant denies the allegations contained therein.

24.

Answering paragraph 24, the allegations contained therein are legal conclusions to which no response is required; to the extent a response is required Defendant denies the allegations contained therein.

25.

Answering paragraph 25, the allegations contained therein are legal conclusions to which no response is required; to the extent a response is required Defendant denies the allegations contained therein.

26.

Except as otherwise admitted and alleged above, Defendant denies the remaining allegations of Plaintiff's Complaint.

### **AFFIRMATIVE DEFENSES**

Defendant sets forth below the following affirmative defenses to the allegations contained in Plaintiff's Complaint.

27.

#### **FIRST AFFIRMATIVE DEFENSE**

##### **(Failure to State a Claim Upon Which Relief Can Be Granted)**

Defendant alleges that the Complaint fails to state facts sufficient to state a cause of action against Defendant for which relief can be granted.

TEHERA-B1\00485368.000

Page 5 - DEFENDANT'S ANSWER TO COMPLAINT TO AVOID FRAUDULENT  
TRANSFER PURSUANT TO 11 U.S.C. § 544(b) AND ORS 95.230-280

**TOMASI SALYER MARTIN**  
121 SW Morrison Street, Suite 1850  
Portland, Oregon 97204  
Telephone: (503) 894-9900  
Facsimile: (971) 544-7236

28.

**SECOND AFFIRMATIVE DEFENSE**  
**(Estoppel)**

Defendant alleges that the claims set forth in the Complaint are barred by the doctrine of estoppel based on the conduct of Plaintiff and/or the party who made the obligation secured by the Trust Deed.

29.

**THIRD AFFIRMATIVE DEFENSE**  
**(Reasonably Equivalent Value)**

Defendant alleges that Plaintiff's claims are barred because Plaintiff received reasonably equivalent value in exchange for executing the subject Trust Deed.

30.

**FOURTH AFFIRMATIVE DEFENSE**  
**(Not Insolvent I)**

Defendant alleges that Plaintiff's claims are barred because at the time the subject Trust Deed was executed, Plaintiff was not insolvent or rendered insolvent thereby in terms of its assets exceeded its debts.

31.

**FOURTH AFFIRMATIVE DEFENSE**  
**(Not Insolvent II)**

Defendant alleges that Plaintiff's claims are barred because at the time the subject Trust Deed was executed, Plaintiff was not insolvent or rendered insolvent thereby in terms of Plaintiff and/or the party who made the obligation secured by the Trust Deed was generally paying its debts as they became due.

///

///

///

TEHERA-B1\00485368.000

Page 6 - DEFENDANT'S ANSWER TO COMPLAINT TO AVOID FRAUDULENT  
TRANSFER PURSUANT TO 11 U.S.C. § 544(b) AND ORS 95.230-280

**TOMASI SALYER MARTIN**  
121 SW Morrison Street, Suite 1850  
Portland, Oregon 97204  
Telephone: (503) 894-9900  
Facsimile: (971) 544-7236

32.

## **FIFTH AFFIRMATIVE DEFENSE**

### **(Good Faith)**

Defendant alleges that Plaintiff's claims are barred because Defendant received the subject Trust Deed in good faith and for value.

33.

## **SIXTH AFFIRMATIVE DEFENSE**

### **(Attorney Fees)**

Pursuant to the terms of the Trust Deed, Defendant is entitled to an award of her reasonable attorney fees and costs incurred in defending this action if she prevails.

## **RESERVATION OF AFFIRMATIVE DEFENSES**

Defendant reserves the right to advance other affirmative defenses if appropriate after the discovery process is completed, as well as to amend this Answer.

## **PRAYER FOR RELIEF**

WHEREFORE, Defendant prays that:

1. Plaintiff takes nothing by the Complaint;
2. A judgment for Defendant's reasonable attorney fees and costs for defending this action be awarded to Defendant pursuant to the Trust Deed; and
3. For such other and further relief as the Court may deem just and proper.

Dated: October 21, 2019.

**TOMASI SALYER MARTIN**

By: /s/ Eleanor A. DuBay  
Eleanor A. DuBay, OSB #073755  
(503) 894-9900  
edubay@tomasilegal.com  
Of Attorneys for Defendant Tasha  
Teherani-Ami

TEHERA-B1\00485368.000

Page 7 - DEFENDANT'S ANSWER TO COMPLAINT TO AVOID FRAUDULENT  
TRANSFER PURSUANT TO 11 U.S.C. § 544(b) AND ORS 95.230-280

**TOMASI SALYER MARTIN**  
121 SW Morrison Street, Suite 1850  
Portland, Oregon 97204  
Telephone: (503) 894-9900  
Facsimile: (971) 544-7236

## CERTIFICATE OF SERVICE

I hereby certify that on October 21, 2019 I served a copy of the foregoing **DEFENDANT'S ANSWER TO COMPLAINT TO AVOID FRAUDULENT TRANSFER PURSUANT TO 11 U.S.C. § 544(b) AND ORS 95.230-280** by electronic means using ECF to the parties listed below:

STEPHEN P ARNOT on behalf of U.S. Trustee US Trustee, Portland  
[steve.arnot@usdoj.gov](mailto:steve.arnot@usdoj.gov)

NICHOLAS J HENDERSON on behalf of Debtor Vahan M. Dinihanian, Jr. and Jointly Administered Debtor Vahan M. Dinihanian, Jr.  
[nhenderson@portlaw.com](mailto:nhenderson@portlaw.com),  
[tsexton@portlaw.com](mailto:tsexton@portlaw.com); [mperry@portlaw.com](mailto:mperry@portlaw.com); [hendersonnr86571@notify.bestcase.com](mailto:hendersonnr86571@notify.bestcase.com)

ELAYNA Z MATTHEWS on behalf of Creditor Columbia State Bank  
[elayna@sglaw.com](mailto:elayna@sglaw.com), [ktate@sglaw.com](mailto:ktate@sglaw.com)

BRUCE H ORR on behalf of Interested Party Tasha Teherani-Ami, in her capacity as the trustee of the Sonja Dinihanian GST Trust DTS 1/1/11  
[bho@wysekadish.com](mailto:bho@wysekadish.com), [tn@wysekadish.com](mailto:tn@wysekadish.com); [drw@wysekadish.com](mailto:drw@wysekadish.com)

ERICH M PAETSCH on behalf of Creditor Columbia State Bank  
[epaetsch@sglaw.com](mailto:epaetsch@sglaw.com), [ktate@sglaw.com](mailto:ktate@sglaw.com)

DOUGLAS R PAHL on behalf of Debtor 15005 NW Cornell LLC; Interested Party 15005 NW Cornell LLC; and Plaintiff 15005 NW Cornell LLC  
[dpahl@perkinscoie.com](mailto:dpahl@perkinscoie.com), [nlesage@perkinscoie.com](mailto:nlesage@perkinscoie.com); [docketpor@perkinscoie.com](mailto:docketpor@perkinscoie.com)

TROY SEXTON on behalf of Jointly Administered Debtor Vahan M. Dinihanian, Jr.  
[tsexton@portlaw.com](mailto:tsexton@portlaw.com), [nhenderson@portlaw.com](mailto:nhenderson@portlaw.com); [mperry@portlaw.com](mailto:mperry@portlaw.com); [troy-sexton-4772@ecf.pacerpro.com](mailto:troy-sexton-4772@ecf.pacerpro.com)

DANIEL L STEINBERG on behalf of Creditor Cornell Rd LLC and Creditor Lillian Logan  
[Daniel.Steinberg@jordanramis.com](mailto:Daniel.Steinberg@jordanramis.com), [Litparalegal@jordanramis.com](mailto:Litparalegal@jordanramis.com)

US Trustee, Portland  
[USTPRegion18.PL.ECF@usdoj.gov](mailto:USTPRegion18.PL.ECF@usdoj.gov)

Dated: October 21, 2019.

TOMASI SALYER MARTIN

By: /s/ Eleanor A. DuBay  
Eleanor A. DuBay, OSB #073755  
(503) 894-9900  
[edubay@tomasilegal.com](mailto:edubay@tomasilegal.com)  
Of Attorneys for Defendant Tasha Teherani-Ami

TEHERA-B1\00485368.000

Page 8 - DEFENDANT'S ANSWER TO COMPLAINT TO AVOID FRAUDULENT TRANSFER PURSUANT TO 11 U.S.C. § 544(b) AND ORS 95.230-280

**TOMASI SALYER MARTIN**  
121 SW Morrison Street, Suite 1850  
Portland, Oregon 97204  
Telephone: (503) 894-9900  
Facsimile: (971) 544-7236